



THE UNITED STATES  
CORPORATION  
COMPANY

600848

FILED  
01 APR 30 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 132671 9104A

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : April 30, 2001

ORDER TIME : 10:12 AM

ORDER NO. : 132671-010

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons  
Holland & Knight LLP  
Suite 1600  
200 Central Avenue  
Saint Petersburg, FL 33701

Amended &  
Restated  
Articles  
700004090627--6

DOMESTIC AMENDMENT FILING

NAME: ROSENBERG, HOLT, ZINSER &

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS:

RECEIVED  
DIVISION OF CORPORATIONS  
2001 APR 30 AM 10:43  
SUBMITTED  
FOR FILING  
61101

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**Rosenberg, Holt, Zinser & Ganeles, P.A.**

Pursuant to the provisions of Chapters 621 and 607, Florida Statutes, **Rosenberg, Holt, Zinser & Ganeles, P.A.** (the "Corporation") adopts the following Amended and Restated Articles of Incorporation, amending and restating its prior articles filed with the Secretary of State for the State of Florida on February 25, 1969 as document number 600848.

FILED  
01 APR 30 1969  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

**ARTICLE I.**

**NAME**

The name of this Corporation is **Rosenberg, Holt, Zinser & Ganeles, P.A.**

**ARTICLE II.**

**NATURE OF PROFESSIONAL BUSINESS**

1. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of dentistry and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
2. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

**ARTICLE III.**

**CAPITAL STOCK**

1. This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock in the following two (2) classes: 600,000 shares of Class A common stock and 400,000 shares of Class B common stock.
2. The shares of each class of stock shall be identical in all respects and have equal rights and privileges, except that the Class A common stock shall be voting common stock and the Class B common stock shall be non-voting common stock.
3. Shares of the Corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the

State of Florida to render the same professional service as this Corporation.

#### **ARTICLE IV.**

##### **LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT**

1. If any officer, director, shareholder, agent, employee, or shareholder of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.

2. The voting shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.

3. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the bylaws or a shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code then in effect.

4. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

## **ARTICLE V.**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Robert Holt, DDS

Address: 901 North Flagler Drive, West Palm Beach, FL 33401

## **ARTICLE VI.**

### **PRINCIPAL OFFICE**

The principal address of this Corporation is: 901 North Flagler Drive, West Palm Beach, FL 33401

## **ARTICLE VII.**

### **QUORUM AND VOTING RIGHTS**

Except as may be provided in a written agreement signed by all of the shareholders of this Corporation then holding issued and outstanding shares of Class A common stock:

1. The attendance at a duly called meeting of the shareholders by shareholders holding a majority of the issued and outstanding shares of Class A common stock eligible to vote shall constitute a quorum.

2. On all corporate matters as to which shareholders vote, such matters shall be deemed approved when approved at a meeting of the shareholders by shareholders holding a majority of the issued and outstanding shares of Class A common stock eligible to vote who are in attendance at such meeting.

## **ARTICLE VIII.**

### **SHAREHOLDER'S AGREEMENT**

The shareholders of this Corporation holding issued and outstanding shares of Class A common stock may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of officers or directors, or other matters.

When signed by the holders of all of the Class A shares of common stock, the Agreement shall supersede any provisions of these Articles or of the Bylaws that are in conflict.

## **ARTICLE IX.**

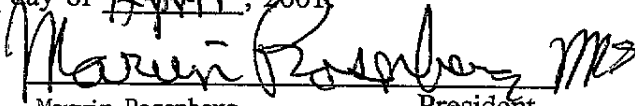
### **FUNDAMENTAL CHANGES**

The following matters are deemed "Fundamental Changes" and are reserved to the decision of the shareholders holding **seventy-five percent (75%)** or more of the issued and outstanding shares of Class A common stock eligible to vote, with or without recommendation by the Board of Directors.

1. **Amendment.** Amendment of the Charter or Bylaws, except as to ministerial matters, if any, reserved to the Board of Directors under the Bylaws.
2. **Liquidation.** Liquidation or dissolution of the Corporation.
3. **Sale, etc.** Sale or other disposition of all or substantially all of the operating assets of the Corporation other than in the ordinary course of business, whether or not the sale or other disposition is in a single transaction or a series of related transactions.
4. **Merger.** Merger or consolidation of the Corporation when the Corporation is not the surviving entity.
5. **Employment.** The employment by the Corporation of a dentist or a member of a dentists immediate family (as defined in the Florida Patient Self-Referral Act of 1992, as amended from time to time) and the terms and conditions of such employment.
6. **Loans.** Loans or advances to shareholders, officers, directors or members of their families or their affiliates.
7. **Stock Splits or Stock Dividends.** Declaration of stock splits or stock dividends.
8. **Director Deadlock.** Resolution of Board of Director deadlock.

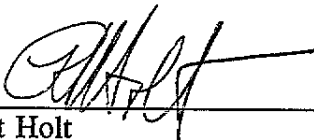
These Amended and Restated Articles were approved by the Stockholders of the corporation on MARCH 10, 2001. The number of votes cast for the Articles of Amendment by the Stockholders were sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as President, has executed this Amendment on behalf of this corporation this 3<sup>rd</sup> day of April, 2001.

  
Marvin Rosenberg President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, this April 12, 2001.

  
Robert Holt